

BY-LAWS,
RULES AND REGULATIONS,
FOR THE
MANAGEMENT OF THE AFFAIRS,
OF THE
MONTREAL MINING COMPANY,

16th FEBRUARY, 1853.

MONTREAL :

PRINTED BY JOHN LOVELL, AT HIS STEAM PRINTING ESTABLISHMENT ST.
NICHOLAS STREET.

1853.

The EDITH *and* LORNE PIERCE
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ANALYST

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FIRST.

THE election of four Directors, and as many more as there shall be vacancies to fill up, shall take place annually, at the General Meeting of Shareholders, of which one month's notice shall be given in the *Official Gazette*, and in two or more newspapers published in the city of Montreal, the first of which General Annual Meetings shall be held on the third Wednesday of February, 1848; the chair to be taken at one, and the ballot box closed at three o'clock, P. M.

SECOND.

Any Director shall be at liberty to resign his office, by giving notice in writing of his intention so

to do, at the office in Montreal, and at the expiration of thirty days next, after such notice shall be given, the office of such Director shall be vacated.

### THIRD.

Should any vacancy happen among the Directors by death, resignation, or permanent removal out of the Province, such vacancy shall be filled up, until the next Annual General Meeting of the Shareholders, by the Shareholders at their next ensuing Quarterly Meeting, who shall choose and elect out of the qualified Stockholders, one or more as the case may be, to fill the vacancy or vacancies which may have occurred as above ; and such Shareholder shall take his seat as a member of the Board of Directors, and exercise the same rights and powers as he could have done, had he been elected at a General Annual Meeting of the Stockholders ; and, at the next General Annual Meeting, all Directors thus chosen, shall retire along with the four retiring in terms of the 15th section of the Act, but shall be eligible for re-election.

### FOURTH.

The Directors shall hold a weekly meeting at the Company's office, at such day and hour as may be most convenient ; the attendance of four Directors, of whom the President or Vice-President, if in Montreal, must be one, shall be necessary at any meeting to form a quorum for the transaction of business, and in the absence of both President and Vice-President, a Chairman, *pro tempore*, shall be chosen ;



special meetings of the Directors may be called by the President or Vice-President, or any two of the Directors, upon due notice being given in writing to the others

#### FIFTH.

Thirty or more proprietors, holding in the aggregate twelve thousand shares or upwards in this Company, may, at any time, by writing under their hands, left with the Secretary, at the office, in Montreal, require the Directors, for the time being, to call a Special General Meeting of the proprietors, so as such requisition fully express the object for which such Special General Meeting is required to be called, and such meeting shall be called by the Directors giving thirty days' notice by advertisement in the *Official Gazette*, and in any two newspapers published in the city of Montreal.

#### SIXTH.

It shall be the duty of the President, or, in his absence, of the Vice-President, to execute all Bonds, Deeds, Debentures, or Contracts, entered into on behalf of the Company, to sign Certificates of Stock, and generally to superintend the affairs of the Company.

#### SEVENTH.

It shall be the duty of the Secretary and Treasurer to keep proper Books of Accounts, as well as a Register of the Stockholders, and a Minute Book, all of which shall, at all times, be open to the inspection

of the Directors, to sign the receipts for the payment of all monies to the Company ; to countersign all Bonds, Deeds, Debentures, Certificates of Shares, and other Documents requiring the signature of the President or Vice-President, and to affix the seal of the corporation, under the authority of the Directors, to all documents requiring the same, in accordance with the provisions of the Act of Incorporation and By-Laws ; to conduct the correspondence, and be prepared to furnish full and clear statements of the affairs of the Company to the Directors at their weekly meetings, and general statements when required ; and he shall also execute a bond, with one or more securities to the said Company, in such sum or sums as the Directors may require.

#### EIGHTH.

So often as the Directors see fit to make a further call upon the Stock of the Company, notice of such call shall be given by advertisement in the *Official Gazette*, and in at least two of the newspapers published in Montreal, and such advertisement shall state the amount of such call, also the place and time of payment, which shall be at least sixty days subsequent to the first insertion.

#### NINTH.

Any Shareholder or Shareholders refusing or neglecting to pay any, or any part of, such call on his, her, or their Shares of the said Capital Stock, at the time or times required by public notice as afore-



said, shall incur a forfeiture to the use of the said Corporation of a sum of money equal to ten pounds per centum on the amount of such call ; and moreover, it shall be lawful for the Directors of the said Corporation (without any previous formality, other than thirty days of public notice of their intention, and a written notice addressed through the Post-Office to the party in default or his representative, at their domicile, as mentioned in the books of the Company, but without the Company being responsible for any error or other cause from which such notice might not have reached the interested parties), to sell, at public auction, at the office of the Corporation, the said shares, or so many of the said shares as shall, after deducting the reasonable expenses of the same, yield a sum of money sufficient to pay the unpaid instalments due on the remainder of the said shares, and the amount of forfeitures incurred upon the whole ; and the President, or Vice-President, of the said Corporation, shall execute the transfer to the purchaser of the Shares of Stock so sold, and such transfer being accepted, shall be as valid and effectual in law as if the same had been executed by the original holder or holders of the Shares of Stock thereby transferred : Provided always, that nothing herein contained shall be held to debar the Directors from suing any Stockholder for the amount of any call for which he may be in arrear : And further, it shall be competent to the Directors, and they are hereby required, to withhold the issuing of any certificates of Stock to Shareholders at present indebted to the Company by Book Debt, Note or Obligation of any kind or in any other way, and the share or shares

upon which any call or calls are due and unpaid, are hereby forfeited to the Company, and if the said calls be not paid up within twenty days from this date, together with the interest from the date on which the said calls matured, the Share or Shares of the parties in default shall fall under the rule of the preceding part of this Section, and be sold for the benefit of the Company, without further previous notice, and without any resolution declaration or proceeding whatsoever.

#### TENTH.

The Shares in the Stock of the Corporation shall be transferable only on the Books of the Company, and a Transfer Book shall be kept at their Office in Montreal, and in such other place as the Directors may determine, wherein the vendor and the purchaser shall personally, or by Attorney, sign a transfer in terms of the Act of Incorporation; and no sale or transfer shall be made of any fractional or aliquot part of any Share of Five Pounds, so as to divide any Share into parts, unless such fractional part of a Share already exists, arising from the consolidation of the Stock.

#### ELEVENTH.

Stockholders may grant powers of Attorney for the purchase or sale of Stock, Receipt of Dividends, &c., in the following terms, which form will alone be recognised by the Company :—

KNOW ALL MEN BY THESE PRESENTS, that I, A. B. of C. do make, constitute, and appoint D. E. of F., my true and lawful Attorney, for me and in my name, and on my behalf to sell, assign, and transfer all or any part, interest, or share in the Capital or Joint Stock of the MONTREAL MINING COMPANY, to me belonging or standing in my name; to receive the consideration money and give a receipt or receipts for the same; to accept all transfers that now are or hereafter may be made unto me; to receive and give receipts for all Dividends that are now due, and that shall hereafter become due and payable on the same, for the time being, and generally to do all lawful acts requisite for effecting the premises, hereby ratifying and confirming all that my said Attorney shall do therein.

In witness whereof I have hereunto set my Hand and Seal at C. this                      day of                      in the year of our Lord 18

Signed and Sealed in the presence }  
G. H. }

#### TWELFTH.

Should it appear advisable to the Directors at any future time to appoint Agents in London, New York, or elsewhere, it shall be competent for them to issue Stock, either in Sterling at the new par of Exchange, or in United States Currency, at the rate of five shillings and one penny to the dollar, and such Stock shall be transferable at the place of issue, where also

any Dividend which may accrue thereon shall be payable,—and it shall be competent for any Stockholder at any time to exchange his Stock transferable at Montreal, or any of the Agencies of the Company, for Stock transferable at any of the other offices, which may have been opened for that purpose.

### THIRTEENTH.

In all cases before a Shareholder may vote by proxy, or when any transfer is to be made or dividend received, or other act to be done by Attorney, such proxy shall be held to produce and deposit with the Secretary, his Letter of Attorney, that the same may be filed in the Office of the Company, but no proxy, who is not a Shareholder, shall be allowed to attend or vote at any meeting of the Corporation.

### FOURTEENTH.

No holder of Shares or Scrip issued under the articles of Association, shall be considered a member of this Corporation, or be entitled to vote at any future meeting thereof, until he shall have surrendered such Scrip at the Office of the Corporation, and exchanged the same for consolidated Stock.

### FIFTEENTH.

When any dividends accruing to the Company shall be declared by the Directors, thirty days' public notice of the payment shall be given, and no transfer of Stock shall be registered for fifteen

days previous to the day fixed for the payment thereof.

#### SIXTEENTH.

It shall be in the power of the Directors to call Special General Meetings of the Stockholders at the Office of the Corporation, whenever they in their discretion see fit, on giving not less than thirty days' notice in the *Official Gazette*, and in any two of the Newspapers published in the City of Montreal.

#### SEVENTEENTH.

The Seal now produced shall be the Seal used by the Corporation as their Common Seal.

#### EIGHTEENTH.

No Stockholder shall be eligible for election, who shall at the time of such election, be a Director or officer of any other Mining Company in Canada. And should any Director during the continuance of his holding office, become a Director or officer of any such Mining Company, he shall be held to have vacated his seat at the Board, and the vacancy thus caused, shall be filled up as provided by the By-Laws.

#### NINETEENTH.

The Transfer Book required to be kept by the By-Law No. 10 of this Corporation, shall be closed for the whole of any day appointed for a meeting of the Shareholders, and for the whole of the day (not



being a holyday) next preceding the day appointed for any such meeting, and no transfer of shares shall be made on any day appointed for a meeting of the Shareholders, or on the day (not being a holyday), next preceding such day of meeting.

## TWENTIETH.

That two Auditors shall be appointed annually at the Annual General Meeting, by Ballot, to audit the accounts of the Company and report thereon—and that the said Auditors have power to employ an accountant if necessary.

## TWENTY-FIRST.

In case any call or instalment heretofore made, or hereafter to be made, on any share or shares of Stock of this Company, shall remain unpaid for the space of thirty days after the same, by the terms of the call has been, or may be made payable, it shall be competent to the Directors to offer the same for sale by auction at the office of the Company in the city of Montreal, on a day and hour to be fixed by them, and without any formality, other than ten days' advertisement in one newspaper published in the said city; and if no purchaser, such as the Directors approve of, be found willing to give for the said Share or Shares the amount of the calls made, and penalties thereon, whether past due, or yet to become payable, then the Directors may, by a resolution to that effect, declare or cause any part of the whole of such stock to be forfeited to the said Com-



pany, and without any further notice to the owner thereof, and without any formality whatsoever than the passing of a resolution to that effect, the Shares of the Stock so declared forfeited, shall become and remain absolutely forfeited to the said Company, and to all future intents and purposes whatsoever, as if they had never been issued, and thereafter the former owner thereof shall be and remain exempt from all future calls to be thereafter made, but not for those previously made, though due and payable at a future day, it being distinctly provided, and hereby expressly declared, that such forfeiture shall not operate as a discharge to the owner or owners for any calls made, or interest or penalties due and payable, or to become due and payable in respect of such Shares previous to, and at the time of forfeiture, and notwithstanding such forfeiture, the previous owner shall remain as liable for, and in respect of all monies due, or to become due, in respect of such calls previously made, as if such forfeiture had never taken place.











